

# Union Pacific Corporation



Jack E. Jerrett  
Senior Corporate Attorney

June 21, 1996

## FEDERAL EXPRESS

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Room 1324

Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

RECORDATION NO. 17696-C FILED 1425  
JUN 24 1996 - 9 45 AM  
INTERSTATE COMMERCE COMMISSION

JUN 24 9 38 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: Statement of New Numbers

Dear Mr. Williams:

I enclose for filing and recordation under Section 11301 of Title 49 of the United States Code, and five executed original counterparts of a Statement of New Numbers executed by Union Pacific Railroad Company, as Lessee (the "Company"), Meridian Trust Company, as Owner Trustee and Lessor, and Wilmington Trust Company, as Indenture Trustee. The documents to which the enclosed Statement relates are a Lease Agreement, Indenture and Security Agreement and Lease and Indenture Supplement, each dated February 5, 1992, which were filed and recorded with the Interstate Commerce Commission, as predecessor to the Surface Transportation Board, and assigned Recordation Nos. 17696, 176969-A and 17696-B, respectively.

The names and addresses of the parties to the enclosed Agreement are:

LESSEE

Union Pacific Railroad Company  
Martin Tower  
Eighth and Eaton Avenues  
Bethlehem, PA 18018

LESSOR/OWNER TRUSTEE

Meridian Trust Company  
35 North Sixth Street  
Reading, PA 19601

INDENTURE TRUSTEE/  
ASSIGNEE

Wilmington Trust Company  
Rodney Square North  
Wilmington, DE 19890

A short summary of the Statement to appear in the index follows:

Statement of New Numbers, executed by Union Pacific Railroad Company, as Lessee, Meridian Trust Company, as Owner Trustee and Lessor, and Wilmington Trust Company, as Indenture Trustee, which changes the road numbers for 115 Covered Hopper Railcars from CRL5001 --CRL5115, inclusive, to SLGG5001 - SLGG5115, inclusive.

After the enclosed document is filed and recorded, kindly return the enclosed counterparts to me.

I also enclose a check in the amount of \$21.00 to cover the fee associated with the filing and recordation of the Statement.

Please acknowledge your receipt of this letter by stamping and returning to the undersigned the enclosed copy of this letter.

Very truly yours,

A handwritten signature in black ink, appearing to read "John Jenett", written in a cursive style.

JEJ/ko  
Enclosures

G:\JEJ\GEINTLS4.JJL

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

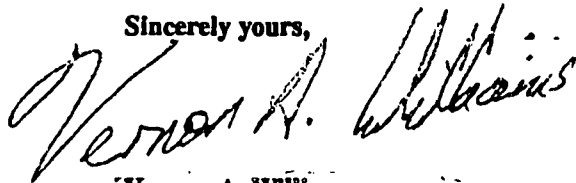
6/24/96

Jack E. Jerrett  
Senior Corporate Attorney  
Union Pacific Railroad Company  
Martin Tower, Eighth and Eaton Avenues  
Bethlehem, PA., 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/24/96 at 9:45AM, and assigned recordation number(s). 17696-C.

Sincerely yours,

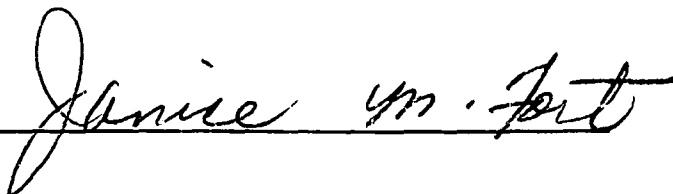


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



STATEMENT  
OF  
NEW NUMBERS

RECORDATION NO. 17696-C FILED 1425

JUN 24 1996 9 45 AM

As required under Section 9(d) of the Lease Agreement, dated as of February 5, 1992, between Union Pacific Railroad Company, as Lessee (the "Lessee"), and Meridian Trust Company, not in its individual capacity but solely as Owner Trustee (the "Owner Trustee"), the Indenture and Security Agreement, dated as of February 5, 1992, between the Owner Trustee and Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee"), and the Lease and Indenture Supplement, dated as of February 5, 1992, among the Lessee, the Owner Trustee and the Indenture Trustee, which documents were filed and recorded with the Interstate Commerce Commission, as predecessor to the Surface Transportation Board, on February 5, 1992 and assigned Recordation Nos. 17696, 17696-A and 17696-B, respectively, the following equipment is to be renumbered as set forth below:

Present Numbers

CRL 5001 -  
CRL 5115, inclusive

New Numbers

SLGG 5001 -  
SLGG 5115, inclusive

UNION PACIFIC RAILROAD COMPANY

By: John B. Larsen  
John B. Larsen  
Assistant Treasurer

ATTEST:  
Richard B. Whitaker  
Assistant Secretary

Consented to by MERIDIAN TRUST COMPANY, not in its individual capacity but solely as Owner Trustee, and WILMINGTON TRUST COMPANY, as Indenture Trustee.

MERIDIAN TRUST COMPANY,  
not in its individual capacity  
but solely as Owner Trustee,  
as Owner Trustee and Lessor

ATTEST:  
David C. Leondi  
David C. Leondi  
Assistant Vice President

By: Stephen J. Kaba  
Name: **STEPHEN J. KABA**  
Title: **VICE PRESIDENT**

WILMINGTON TRUST COMPANY,  
as Indenture Trustee

By: 

Name: **Mary C. St. Amand**

Title: **Assistant Vice President**

ATTEST:



G:\EJ\STMTNUM.JJD

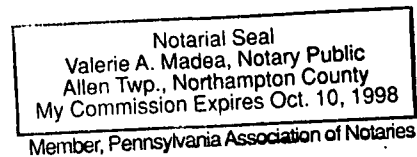
Commonwealth of Pennsylvania )  
 ) SS:  
County of Lehigh )

On this 19<sup>th</sup> day of June, 1996, before me personally appeared John B. Larsen, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer of Union Pacific Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

[Notary Seal]

Valerie A. Madea  
Notary Public

My commission expires:



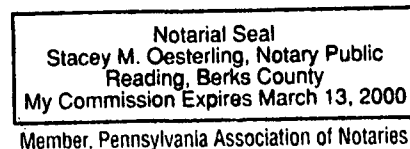
Commonwealth of Pennsylvania )  
 ) SS:  
County of Berks )

On this 7<sup>th</sup> day of June, 1996, before me personally appeared Stephen J. Kaba, to me personally known, who being by me duly sworn, says that he or she is the Vice President of Meridian Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notary Seal]

Stacey M. Oesterling  
Notary Public

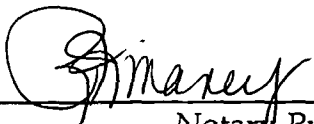
My commission expires:



State of Delaware            )  
                                      ) SS:  
County of New Castle        )

On this 17<sup>th</sup> day of June, 1996, before me personally appeared Mary St. Amand, to me personally known, who being by me duly sworn, says that he or she is the Assistant Vice Pres. of Wilmington Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notary Seal]

  
\_\_\_\_\_  
Notary Public

My commission expires:

ROSELINE K. MANEY  
NOTARY PUBLIC  
My commission expires March 28, 1997